

ALBEMARLE CORP
Form 4
February 11, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOTTWALD JOHN D

(Last) (First) (Middle)
1100 BOULDERS PARKWAY

(Street)

RICHMOND, VA 23225

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALBEMARLE CORP [ALB]

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					1,032,318	D	
Common Stock	02/08/2008		D		\$ 700,000	D	\$ 37.2174
					606,428	I	

Held by Westham Partners, L.P., reporting person is a limited partner & general partner.* (1)

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Common Stock	02/08/2008	D	1,000,000	D	\$ 37.2174	0	I	Held as co-trustee fbo reporting person's family (among others) u/w Floyd D. Gottwald.* <u>(2)</u>
Common Stock						37,975	I	Held by WM Gottwald, trustee Samuel S. Gottwald's Crummey Trust u/a dtd 1/3/89* <u>(3)</u>
Common Stock						27,010	I	Held by Samuel S. Gottwald
Common Stock						1,598	I	Held as custodian for son, James Christian Gottwald*
Common Stock						6,452	I	Held by WM Gottwald as trustee fbo James Christian Gottwald u/a dtd 10/20/87*
Common Stock						11,414	I	Held by WM Gottwald as trustee fbo James Christian Gottwald u/a dtd 12/21/87*

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Common Stock	37,975	I	Held by WM Gottwald, trustee James Christian Gottwald Crummey Trust u/a dtd 1/3/89* <u>(3)</u>
Common Stock	18,294	I	Held by WM Gottwald, trustee of James Christian Gottwald's Gallo Trust u/a dtd 1/3/89*
Common Stock	26,450	I	Held by WM Gottwald trustee of Charles Houston Gottwald Gallo Trust u/a dtd 9/5/89*
Common Stock	37,799	I	Held by WM Gottwald trustee Charles Houston Gottwald Crummey Trust u/a dtd 9/5/89* <u>(3)</u>
Common Stock	9,514	I	Held by WM Gottwald as trustee fbo Charles Houston

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Common Stock	43,727	I	Gottwald u/a dtd 10/18/89* Held by WM Gottwald as trustee Margaret Addison Gottwald Crummey Trust u/a dtd 3/9/92* <u>(3)</u>
Common Stock	129,624	I	Held as co-trustee fbo (among others) reporting person's family u/a dtd 12/16/91* <u>(4)</u>
Common Stock	133,956	I	Held as co-trustee fbo reporting person's children u/a dated 4/10/92 * <u>(5)</u>
Common Stock	56,120	I	Held as co-trustee fbo WM Gottwald Jr's Trust u/a dtd 10/13/83* <u>(6)</u>
Common Stock	44,865	I	Held as trustee WM Gottwald Jr.'s Crummey Trust u/a dtd 1/3/89*

Common Stock	44,865	I	(7) Held as trustee Elizabeth I. Gottwald's Crummey Trust u/a dtd 1/3/89*
Common Stock	10,748	I	(7) Held by William M. Gottwald as trustee fbo Samuel S. Gottwald u/a dtd 12/21/87
Common Stock	25,153	I	Held as trustee of Elizabeth I. Gottwald Trust u/a 3/28/85 (8)
Common Stock	35,016	I	Held by Spouse (9)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOTTWALD JOHN D 1100 BOULDERS PARKWAY RICHMOND, VA 23225	X			

Signatures

Nicole C. Daniel, attorney
in fact 02/11/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Price calculated per the terms of an Agreement between Westham Partners, L.P. and Albemarle Corporation. Decrease in shares reflects proportionate decrease for sale of shares from Westham Partners, L.P. Reporting person disclaims beneficial ownership.
- (2) Price calculated per the terms of an Agreement between the Grandfather Trust and Albemarle Corporation.
- (3) 11,268 shares held of record by Westham Partners, L.P. Decrease in shares reflects proportionate decrease for sale of shares from Westham Partners, L.P.
- (4) 56,988 shares held of record by Westham Partners, L.P. Decrease in shares reflects proportionate decrease for sale of shares from Westham Partners, L.P.
- (5) 58,893 shares held of record by Westham Partners, L.P. Decrease in shares reflects proportionate decrease for sale of shares from Westham Partners, L.P.
- (6) 24,673 shares held of record by Westham Partners, L.P. Decrease in shares reflects proportionate decrease for sale of shares from Westham Partners, L.P.
- (7) 12,545 shares held of record by Westham Partners, L.P. Decrease in shares reflects proportionate decrease for sale of shares from Westham Partners, L.P.
- (8) 11,058 shares held of record by Westham Partners, L.P. Decrease in shares reflects proportionate decrease for sale of shares from Westham Partners, L.P.
- Additional Indirect Holdings: 55,690 Held as co-trustee for the William M. Gottwald Trust dtd 8/16/90.* 19,052 Held as co-trustee fbo James Matthew Gottwald u/a dtd 12/1/81.* 10,972 Held as co-trustee fbo Sarah Wren Gottwald u/a dtd 3/1/83.* * Reporting person disclaims beneficial ownership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.